

HRG GROUP, INC.  
Form 8-K  
May 11, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): May 11, 2015**

**HRG GROUP, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**1-4219**  
**(Commission**  
**File Number)**

**74-1339132**  
**(IRS Employer**  
**Identification No.)**

**450 Park Avenue, 29th Floor,**  
**New York, NY**  
**(Address of Principal Executive Offices)**  
**(212) 906-8555**

**10022**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01 Regulation FD Disclosure.**

On May 11, 2015, HRG Group, Inc. ( "HRG" or the "Company" ) announced that it proposed to offer \$150.0 million aggregate principal amount of 7.875% Senior Secured Notes due 2019 (the "7.875% Notes" ) and separately offer \$150.0 million aggregate principal amount of 7.750% Senior Notes due 2022 (the "7.750% Notes" and together with the 7.875% Notes, the "Notes" ). The initial purchasers will offer the Notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Act" ), and to certain persons in offshore transactions in accordance with Regulation S under the Act. The 7.875% Notes are expected to be issued under the indenture governing the Company's outstanding 7.875% Senior Secured Notes due 2019 and the 7.750% Notes are expected to be issued under the indenture governing the Company's outstanding 7.750% Senior Notes due 2022.

A copy of the press release announcing the offerings is furnished with this report as Exhibit 99.1 and is incorporated herein by reference.

In connection with the proposed offerings, the Company expects to deliver preliminary offering circulars to potential investors. Certain financial information of Armored AutoGroup Parent Inc. contained in the preliminary offering circulars, which has not previously been disclosed by the company, is attached as Exhibit 99.2. Such information is incorporated herein by reference.

This report, including its exhibits, does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offering, solicitation or sale would be unlawful.

This information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act" ), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of HRG's filings under the Act or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

**Forward-Looking Statements**

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: This report contains, and certain oral statements made by our representatives from time to time may contain, forward-looking statements, including those statements regarding the commencement or completion of the offerings, the completion of the AAG Acquisition, the completion of any related financings (including HRG's participation therein) and the achievement of any expected benefits of such transactions, expected dividends from our subsidiaries, our or our subsidiaries' capital needs and potential acquisitions, dispositions or other transactions by us or our subsidiaries. Generally, forward-looking statements include information concerning possible or assumed future distributions from subsidiaries, other actions, events, results, strategies and expectations and are identifiable by use of the words "believes," "expects," "intends," "anticipates," "plans," "seeks," "estimates," "projects," "may," "will," "could," "might," or "continues" or similar expressions. Such forward-looking statements are subject to risks and uncertainties that could cause actual results, events and developments to differ materially from those set forth in or implied by such statements. These statements are based on the beliefs and assumptions of HRG's management and the management of HRG's subsidiaries (including target businesses). Factors that could cause actual results, events and developments to differ include, without limitation: the completion of the AAG Acquisition, the completion of any related financings (including HRG's participation therein) and the achievement of any expected benefits of such transactions; the ability of HRG's subsidiaries (including, target businesses following their acquisition) to generate sufficient net income and cash flows to make upstream cash distributions; the decision of HRG subsidiaries' boards to make upstream cash distributions, which is subject to numerous factors such as restrictions contained in applicable financing agreements, state and regulatory restrictions and other relevant considerations as determined by the applicable board; HRG's liquidity, which may be impacted by a variety of factors, including the capital needs of HRG's current and future subsidiaries; capital market conditions;

commodity market conditions; foreign exchange rates; HRG s and its subsidiaries ability to identify, pursue or complete any suitable future acquisition or

disposition opportunities, including realizing such transaction's expected benefits, efficiencies/cost avoidance or savings, income and margins, growth, economies of scale, streamlined/combined operations, economic performance and conditions to, and the timetable for, completing applicable financial reporting requirements; litigation; potential and contingent liabilities; management's plans; changes in regulations; taxes; and the risks that may affect the performance of the operating subsidiaries of HRG and those factors listed under the caption "Risk Factors" in HRG's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, filed with the Securities and Exchange Commission. All forward-looking statements described herein are qualified by these cautionary statements and there can be no assurance that the actual results, events or developments referenced herein will occur or be realized. HRG does not undertake any obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operation results, except as required by law.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release dated May 11, 2015
99.2	Excerpts from Preliminary Offering Circulars, dated May 11, 2015

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**HRG Group, Inc.**

Date: May 11, 2015

By: /s/ Ehsan Zargar

Name: Ehsan Zargar

Title: Senior Vice President, General Counsel &  
Corporate Secretary

**EXHIBIT INDEX**

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